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THOMPSON COBURN

DEPT. OF TRANSPORTATION
DOCKETS

2003 APR 29 P 12:21

Thompson Coburn LLP
Attorneys at Law

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1909 K Street, N.W.
Washington, D.C. 20006-1167
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FAX 202-585-6969

www.thompsoncoburn.com
Patricia N. Snyder
Direct dial 202-585-6918
Direct fax 202-508-1023
psnyder@thompsoncoburn.com

April 29, 2003

Ms. Dorothy Beard
Chief, Docket Branch
Department of Transportation
400 Seventh Street, S.W., Room PL-401
Washington, D.C. 20590

Re: In the Matter of DHL Airways, Inc., Docket OST-2002-13089 - 58
(Citizenship Proceeding)

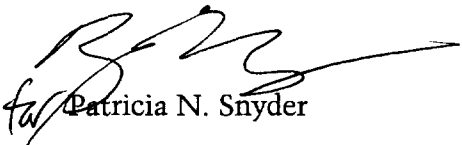
Dear Ms. Beard:

Please accept for filing the affidavits executed by the persons listed below. These affidavits conform to the conditions set forth in the motion of DHL Airways for confidential treatment dated August 24, 2003: :

Thomas F. Donaldson, Jr.
R. Jeffery Kelsey
Connie Lewis Lensing
G. Bailey Leopard, Jr.
Nancy S. Sparks
Eileen Brown
John H. Cassady
Warren L. Dean, Jr.
Matthew H. Kaiser
Marjorie F. Krumholz
Ryan K. Manger
Patricia N. Snyder

A copy of this letter and its enclosures has been served on all persons listed on the enclosed service list. Thank you for your attention to this matter.

Sincerely,


Patricia N. Snyder

Ms. Dorothy Beard
April 29, 2003
Page 2

Enclosures: Service List and Affidavits.

Cc: Chief Administrative Law Judge Ronnie A. Yoder
Department of Transportation
400 Seventh Street, S.W.
Washington, D.C. 20590

241599

DEPT. OF TRANSPORTATION
DOCKETS

2003 APR 29 P 12:21

BEFORE THE
U.S. DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Petition Of United Parcel Service Co. To
Institute A Public Inquiry Into The

**Citizenship And Foreign Control
of DHL Airways, Inc.**

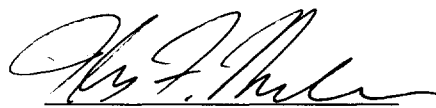
Docket OST-2002-13089 - 58

AFFIDAVIT


City of Washington)
) ss:
District of Columbia)

I, Thomas F. Donaldson, being duly sworn, state under oath:

1. I am Vice President, Legal Department, Federal Express Corporation. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
5. I will comply with all restrictions the Department may impose on copying DHL Airways' confidential materials and any requirements relating to the return or destruction of such copies upon completion of this proceeding.


Thomas F. Donaldson

SUBSCRIBED & SWORN to before me this 28th day of April 2003.


Notary Public

SARAH OBER, Notary Public
District Of Columbia
My Commission Expires Aug. 31 2007

BEFORE THE
U.S. DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

2003 APR 29 P 12:21

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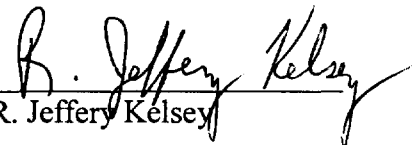
Docket OST-2002-13089

AFFIDAVIT


City of Washington)
) ss:
District of Columbia

I, R. JEFFERY KELSEY, being duly sworn, state under oath:

1. I am Managing Director, Legal Counsel, Federal Express Corporation. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
5. I will comply with all restrictions the Department may impose on copying DHL Airways' confidential materials and any requirements relating to the return or destruction of such copies upon completion of this proceeding.


R. Jeffery Kelsey

SUBSCRIBED & SWORN to before me this 28th day of April 2003.


Notary Public

BEFORE THE
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WASHINGTON, D.C.

2003 APR 29 P

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Docket OST-2002-13089

AFFIDAVIT


City of Washington)
) ss:
District of Columbia

I, CONNIE LEWIS LENSING, being duly sworn, state under oath:

1. I am Vice President - Legal, Federal Express Corporation. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
5. I will comply with all restrictions the Department may impose on copying DHL Airways' confidential materials and any requirements relating to the return or destruction of such copies upon completion of this proceeding.


Connie Lewis Lensing

SUBSCRIBED & SWORN to before me this 29th day of April 2003.


Notary Public

SARAH OBER, Notary Public
District Of Columbia
My Commission Expires Aug. 31 2007

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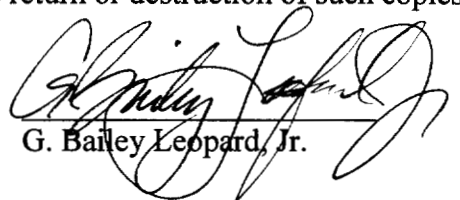
Docket OST-2002-13089

AFFIDAVIT


City of Washington)
) ss:
District of Columbia

I, G. Bailey Leopard, Jr., being duly sworn, state under oath:

1. I am an attorney with Federal Express Corporation. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
5. I will comply with all restrictions the Department may impose on copying DHL Airways' confidential materials and any requirements relating to the return or destruction of such copies upon completion of this proceeding.


G. Bailey Leopard, Jr.

SUBSCRIBED & SWORN to before me this 28th day of April 2003.


Notary Public

SARAH OBER, Notary Public
District Of Columbia
My Commission Expires Aug. 31 2007

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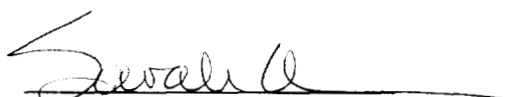
City of Washington)
) ss:
District of Columbia

I, NANCY S. SPARKS, being duly sworn, state under oath:

1. I am Managing Director, Regulatory and Industry Affairs, Federal Express Corporation. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
5. I will comply with all restrictions the Department may impose on copying DHL Airways' confidential materials and any requirements relating to the return or destruction of such copies upon completion of this proceeding.


Nancy S. Sparks

SUBSCRIBED & SWORN to before me this 28th day of April 2003.


Notary Public

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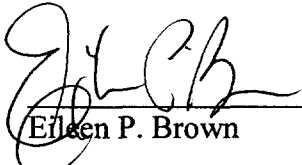
Docket OST-2002-13089

AFFIDAVIT


City of Washington)
)
District of Columbia) ss:

I, Eileen P. Brown, being duly sworn, state under oath:

1. I am an attorney for Thompson Coburn LLP. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
5. I will comply with all restrictions the Department may impose on copying DHL Airways' confidential materials and any requirements relating to the return or destruction of such copies upon completion of this proceeding.


Eileen P. Brown

SUBSCRIBED & SWORN to before me this 28th day of April 2003.


Notary Public

My Commission Expires April 30, 2004

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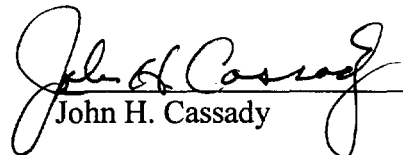
Docket OST-2002-13089

AFFIDAVIT


City of Washington)
)
District of Columbia) ss:

I, John H. Cassady, being duly sworn, state under oath:

1. I am an attorney for Thompson Coburn LLP. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
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John H. Cassady

SUBSCRIBED & SWORN to before me this 28th day of April 2003


Notary Public

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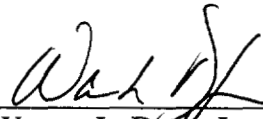
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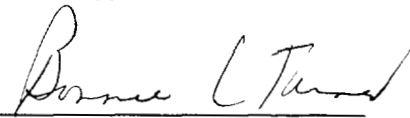
City of Washington)
)
District of Columbia) ss:

I, Warren L. Dean, Jr., being duly sworn, state under oath:

1. I am an attorney for Thompson Coburn LLP. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
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Warren L. Dean, Jr.

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Notary Public

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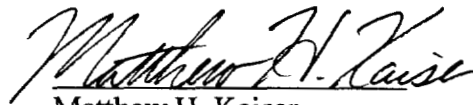
Docket OST-2002-13089

AFFIDAVIT


City of Washington)
)
District of Columbia) ss:

I, Matthew H. Kaiser, being duly sworn, state under oath:

1. I am an attorney for Thompson Coburn LLP. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
5. I will comply with all restrictions the Department may impose on copying DHL Airways' confidential materials and any requirements relating to the return or destruction of such copies upon completion of this proceeding.


Matthew H. Kaiser

SUBSCRIBED & SWORN to before me this 28th day of April 2003.


Notary Public
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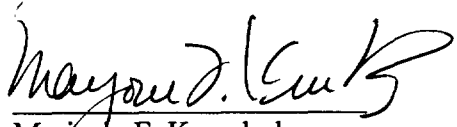
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AFFIDAVIT

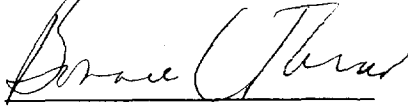
City of Washington)
) ss:
District of Columbia)

I, Marjorie F. Krumholz, being duly sworn, state under oath:

1. I am an attorney for Thompson Coburn LLP. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
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Marjorie F. Krumholz

SUBSCRIBED & SWORN to before me this 28th day of April 2003.


Notary Public

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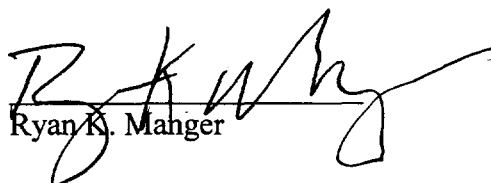
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AFFIDAVIT

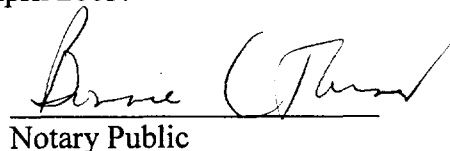
City of Washington)
) ss:
District of Columbia

I, Ryan K. Manger, being duly sworn, state under oath:

1. I am an attorney for Thompson Coburn LLP. I will represent Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
5. I will comply with all restrictions the Department may impose on copying DHL Airways' confidential materials and any requirements relating to the return or destruction of such copies upon completion of this proceeding.


Ryan K. Manger

SUBSCRIBED & SWORN to before me this 28th day of April 2003.


Notary Public

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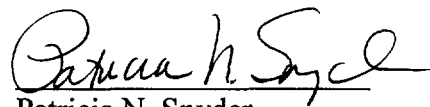
Docket OST-2002-13089

AFFIDAVIT


City of Washington)
)
District of Columbia) ss:

I, PATRICIA N. SNYDER, being duly sworn, state under oath:

1. I am an attorney with the law firm of Thompson Coburn LLP, which is representing Federal Express Corporation in the captioned proceeding.
2. Federal Express Corporation has a direct and substantial interest in the matters at issue in this proceeding.
3. I will use the information only for the purpose of participating in this proceeding.
4. I will disclose such confidential information only to other persons who have filed a valid affidavit in this proceeding.
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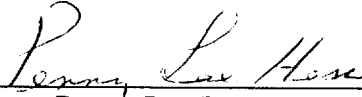

Patricia N. Snyder

SUBSCRIBED & SWORN to before me this 28th day of April 2003.


Notary Public
My Commission Expires April 30, 2004

Certificate of Service

I hereby certify that I have this 29th day of April, 2003 caused the foregoing Letter and Affidavits to Dorothy Beard, DOT Dockets Section, to be mailed to each party listed below by first-class mail, postage prepaid.


Penny Lee Hess

Steven A. Rossum
Senior Vice President, Corporate Finance
and General Counsel
DHL Airways, Inc.
P.O. Box 66633
Chicago, Illinois 60666-0633

Stephen H. Lachter, Esq.
Counsel for DHL Airways, Inc.
Lachter & Clements LLP
1150 Connecticut Avenue, N.W., Suite 900
Washington, D.C. 20036

Patrick Murphy, Esq.
Gerchick-Murphy & Associates
1134 29th Street, N.W.
Washington, D.C. 20007

Michael Hart, President
Lynden Air Cargo
6441 South Airpark Place
Anchorage, AK 99502

Pierre Murphy, Esq.
Law Offices of Pierre Murphy
1200 New Hampshire Avenue, N.W.
Suite 800
Washington, D.C. 20036-6802

Steven R. Okun
Public Affairs Manager
United Parcel Service Co.
316 Pennsylvania Avenue, S.E.
Washington, D.C. 20003

David Vaughan
Michael J. Francesconi
Kelley Drye & Warren, LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036

Fred F. Fielding
Edwin O. Bailey
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, D.C. 20006

P. Charles Altimari
Daniel N. Tenfelde
United Parcel Service Co.
1400 N. Hurstbourne Parkway
Louisville, Kentucky 40223

James P. Hoffa
General President
International Brotherhood of Teamsters
AFL/CIO
25 Louisiana Avenue, N.W.
Washington, D.C. 20001-2198

Representative Don Young, Alaska
2111 Rayburn House Office Building
Washington, D.C. 20515-0201

Senator Ernest F. Hollings
Chairman, Committee on Commerce
Science and Transportation
SR-125 Russell Senate Office Building
Washington, D.C. 20510-4002

Captain Daniel Brennan
MEC Chairman, DHL/ALPA Council
8100 Burlington Pike, Suite 400
Florence, Kentucky 41042